

OSTER
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February 29, 2008

RECORDATION NO. 27395 **FILED**

FEB 29 '08 -4 5 5 PM

SURFACE TRANSPORTATION BOARD

Anne Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 E Street SW
Washington, D.C. 20423

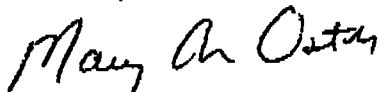
Dear Ms. Quinlan:

Enclosed is a Memorandum of Railcar Lease Agreement dated 2/7/08 including the following parties and railroad equipment:

Lessor:	Elmore Financial, LLC 696 N. 8 th Street Brawley, CA 92227
Lessee:	Lafarge North America Inc. 1200-10655 Southport Road Calgary, AB T2W 4Y1 Canada
Equipment:	51, Used 2743 cf Mill Gondolas SRLX 2436-2486

Please record this agreement as a primary document. The filing fee of \$35 is enclosed.
Summary: Memorandum of Railcar Lease Agreement dated 2/7/08 between Elmore Financial, LLC as Lessor and Lafarge North America Inc. as Lessee including 51, Mill Gondolas SRLX 2436-2486.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosures.



Wells Fargo Equipment Finance
Investors Building, Suite 700
733 Marquette Avenue South
Minneapolis, MN 55402

Memorandum of Railcar Lease Agreement

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of February 7, 2008 by and between Elmore Financial, LLC, a California limited liability corporation ("Lessor") and Lafarge North America Inc., a(n) Maryland corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee and Lessee has agreed to lease, various railcars pursuant to one or more Supplements to the Lease to be entered into by Southern Rail Leasing, Inc. and Lessee from time to time, all as more particularly described in that certain Railcar Management Services Agreement dated as of September 23, 2004 between Lessor and Lessee (hereinafter referred to as the "Lease") which has been subsequently assigned to Lessor by Purchase Agreement and Assignment dated February 11, 2008.
2. Pursuant to Supplement No(s).3 and 4 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor Fifty One (51) 2,743 cubic foot (nominal) mill Gondola Railcars originally built by Trinity in early 1980's (railcars bearing reporting marks and numbers indicated on Schedule A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the terms of the Lease, as provided therein. This Memorandum of Railcar Lease Agreement may be executed in counterparts, each of which shall be an original, but all of which shall constitute one and the same document and all signatures need not appear on the same page.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

Lessor: Elmore Financial, LLC

By: _____

John Elmore, Member

Lessee: Lafarge North America, Inc.

By: _____

Name: Donald T. Smith

Title: Transportation Manager

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SCHEDULE A

Fifty One (51) Used 2,743 cubic foot (nominal) mill Gondola Railcars originally built by Trinity in early 1980's with the current markings :

SRLX	2436	SRLX	2451	SRLX	2466	SRLX	2481
SRLX	2437	SRLX	2452	SRLX	2467	SRLX	2482
SRLX	2438	SRLX	2453	SRLX	2468	SRLX	2483
SRLX	2439	SRLX	2454	SRLX	2469	SRLX	2484
SRLX	2440	SRLX	2455	SRLX	2470	SRLX	2485
SRLX	2441	SRLX	2456	SRLX	2471	SRLX	2486
SRLX	2442	SRLX	2457	SRLX	2472		
SRLX	2443	SRLX	2458	SRLX	2473		
SRLX	2444	SRLX	2459	SRLX	2474		
SRLX	2445	SRLX	2460	SRLX	2475		
SRLX	2446	SRLX	2461	SRLX	2476		
SRLX	2447	SRLX	2462	SRLX	2477		
SRLX	2448	SRLX	2463	SRLX	2478		
SRLX	2449	SRLX	2464	SRLX	2479		
SRLX	2450	SRLX	2465	SRLX	2480		

Equipment originally located at: 696 N. 8th Street, Brawley, CA 92227

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Imperial

On February 11, 2008 before me, Linda Godsey, Notary Public *

personally appeared ** John Elmore **

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by (his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Linda Godsey

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Memorandum of Railcar Lease Agreement & Schedule A
Title or Type of Document: (Schedule A-FiftyOne (51) Used 2,743 cu ft mill Gondola Railcars)

Document Date: 2/7/2008 Number of Pages: 2

Signer(s) Other Than Named Above: Lessee: Lafarge North America, Inc.

Capacity(ies) Claimed by Signer(s)

Signer's Name: John Elmore

- ☐ Individual
- ☐ Corporate Officer — Title(s):
- ☐ Partner — ☐ Limited ☐ General
- ☐ Attorney in Fact
- ☐ Trustee
- ☐ Guardian or Conservator
- ☒ Other: Member

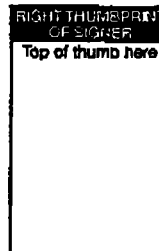
Signer Is Representing: Elmore Financial, LLC



Signer's Name:

- ☐ Individual
- ☐ Corporate Officer — Title(s):
- ☐ Partner — ☐ Limited ☐ General
- ☐ Attorney in Fact
- ☐ Trustee
- ☐ Guardian or Conservator
- ☐ Other:

Signer Is Representing:



STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this _____ day of _____, 200__ before me personally appeared,
_____ to me personally known, who being by me duly sworn,
says that s/he is the _____ of Wells Fargo Equipment Finance, Inc., a Minnesota
corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged
that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

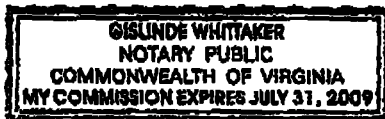
Notary Public

My commission expires: _____

STATE OF VIRGINIA
COUNTY OF FAIRFAX

On this 21st day of FEBRUARY 2008 before me personally appeared,
DONALD SMITH to me personally known, who being by me duly sworn, says
that s/he is the MANAGER of TRANSFORMATION LAFARGE(n) DELAWARE
corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged
that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]



G. Whittaker

Notary Public

My commission expires: 7/31/2009